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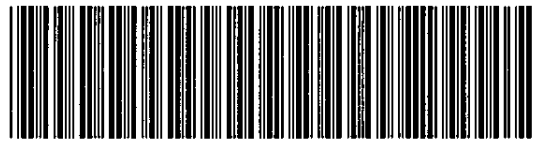
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JUL 22 2011

EXAMINER



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Kohr, William "Buck"

From: Heather Rhoden [HRhoden@trenam.com]
Sent: Friday, July 22, 2011 9:04 AM
To: Kohr, William "Buck"
Subject: Filing Certificate of Conversion
Attachments: Trenam Kemker Document.PDF

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 22 AM 10:13

Buck,

Per our phone conversation yesterday, please file the attached Certificate of Conversion using our Sunbiz account number: 076424003301. Please also fax a copy of the filing confirmation and mail us a certified copy of the filing.

Thank you and please let me know if you have any questions.

HEATHER J. RHODEN

Assistant to Douglass Farnsworth, Esq.
Teresa S. Good, Florida Registered Paralegal
Direct Line: 813.202.7876



101 E. Kennedy Boulevard, Suite 2700 Tampa, FL 33602
Phone: 813.223.7474 Fax: 813.229.6553

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**Certificate of Conversion
Converting a
Florida Limited Liability Company
into a
Florida Corporation**

FILED
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DIVISION OF CORPORATIONS
11 JUL 22 AM 10:13

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida limited liability company into a Florida corporation in accordance with Section 608.4401, Florida Statutes and Section 607.1115, Florida Statutes.

1. The name and the address of the Florida limited liability company (the "LLC") immediately prior to the filing of this Certificate of Conversion is:

Innovative Capital Management, LLC
12601 Wood Ibis Way
Tampa, Florida 33624-5717

L10000000336

2. The LLC is a limited liability company first organized under the laws of the State of Florida on January 4, 2010, effective as of January 1, 2010.

3. The name of the Florida corporation (the "Corporation") as set forth in the attached Articles of Incorporation is:

Innovative Capital Management, Inc.

4. The conversion is permitted by the applicable laws governing the LLC and the conversion complies with such laws and the requirements of Section 607.1115, Florida Statutes, in effecting the conversion.

5. The Plan of Conversion was approved by the LLC in accordance with Chapter 608, Florida Statutes.

6. To the extent that the sole member of the LLC has appraisal rights, the Corporation has agreed to pay such member the amount to which such member is entitled pursuant to Sections 608.4351-608.43595, Florida Statutes.

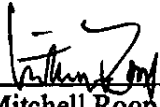
7. Pursuant to the terms and conditions of the conversion effectuated by this Certificate of Conversion, the membership interests of the LLC shall be cancelled and extinguished, and in exchange the sole member of the LLC shall receive and be considered to have received one thousand (1,000) shares of common stock in the Corporation.

8. The conversion will be effective on the date of filing with the Florida Department of State of this Certificate of Conversion.

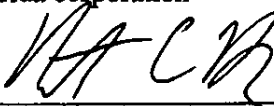
(Signature Page Follows)

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion for the uses and purposes therein stated on this 20th day of July, 2011.

Innovative Capital Management, LLC,
a Florida limited liability company

By: 
Mitchell Roop, its Managing Member, as
successor-in-interest to Mitch Roop, Inc.

Innovative Capital Management, Inc.,
a Florida corporation

By: 
Nathaniel C. Roland, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
INNOVATIVE CAPITAL MANAGEMENT, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

Innovative Capital Management, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

12601 Wood Ibis Way
Tampa, Florida 33624-5717

ARTICLE 3

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE 4

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 5

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE 6

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be TK Registered Agent, Inc. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE 7

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the

stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE 8

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

Name

Mitchell Roop

Address

12601 Wood Ibis Way
Tampa, Florida 33624-5717

ARTICLE 9

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Nathaniel C. Roland

Address

101 E. Kennedy Boulevard
Suite 2700
Tampa, Florida 33602

ARTICLE 10

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE 11

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 12

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated, this 20th day of July, 2011.



Nathaniel C. Roland, Incorporator

INNOVATIVE CAPITAL MANAGEMENT, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TK REGISTERED AGENT, INC.**, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 20th day of July, 2011.

TK REGISTERED AGENT, INC.

By: 
Nathaniel C. Roland